

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION**

In re: Abengoa Bioenergy US Holding, LLC, Debtor. Employer's Tax Identification No.: 20-4962217	Chapter 11 Case No. 16- 41161-659 (Joint Administration Requested) Hearing Date and Time: March 2, 2016 at 10:00 a.m. Hearing Location: Courtroom 7 North
In re: Abengoa Bioenergy Company, LLC, Debtor. Employer's Tax Identification No.: 48-0901658	Chapter 11 Case No. 16- 41165-659 (Joint Administration Requested)
In re: Abengoa Bioenergy of Nebraska, LLC, Debtor. Employer's Tax Identification No.: 51-0421343	Chapter 11 Case No. 16- 41163-659 (Joint Administration Requested)

In re: Abengoa Bioenergy Engineering & Construction, LLC, Debtor. Employer's Tax Identification No.: 20-4962441	Chapter 11 Case No. 16- 41168-659 (Joint Administration Requested)
In re: Abengoa Bioenergy Trading US, LLC, Debtor. Employer's Tax Identification No.: 20-4962469	Chapter 11 Case No. 16-41167-659 (Joint Administration Requested)
In re: Abengoa Bioenergy Outsourcing, LLC, Debtor. Employer's Tax Identification No.: 26-1689703	Chapter 11 Case No. 16- 41171-659 (Joint Administration Requested)

**DEBTORS' MOTION FOR AN ORDER DIRECTING JOINT
ADMINISTRATION OF CASES PURSUANT TO FED. R. BANKR. P. 1015(b)**

The above captioned debtors and debtors-in-possession (together, the “Debtors”), hereby submit this motion (the “Motion”) for entry of an order, substantially in the form attached hereto as Exhibit A (the “Proposed Order”), providing for the joint administration of the Debtors’ separate bankruptcy cases for procedural purposes only and seeking a waiver of the requirement that the captions in these bankruptcy cases list the Debtors’ tax identification numbers and addresses. In support of the Motion, the Debtors rely upon, and incorporate by

reference, the *Declaration of Sandra Porras Serrano, Chief Financial Officer, in Support of Chapter 11 Petitions and First Day Pleadings* (the “First Day Declaration”), filed with the Court concurrently herewith. In further support of the Motion, the Debtors, by and through their undersigned proposed counsel, respectfully represent as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction to consider this Motion under 28 U.S.C. §§ 157 and 1334. This is a core proceeding under 28 U.S.C. § 157(b).
2. Venue in this district is proper under 28 U.S.C. §§ 1408 and 1409.
3. The statutory bases for the relief requested herein are section 342(c)(1) of the title 11 of the United States Code (the “Bankruptcy Code”), rules 1005 and 1015 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

BACKGROUND

4. The Debtors are bioenergy companies and indirect subsidiaries of Abengoa, S.A. (“Abengoa”), a leading engineering and clean technology company founded in Spain in 1941. For months, Abengoa and its affiliates and subsidiaries throughout the world have been working toward a global restructuring of its debt obligations.

5. On February 1, 2016, Gavilon Grain, LLC, Farmers Cooperative Association, and The Andersons, Inc. commenced a case in the United States Bankruptcy Court for the District of Nebraska against Abengoa Bioenergy of Nebraska, LLC by filing an involuntary petition for relief under Chapter 7 of the Bankruptcy Code (the “Nebraska Proceeding”). Subsequently, on February 11, 2016, Gavilon Grain, LLC, Farmers Cooperative, and Central Valley Ag Cooperative commenced a case in the United States Bankruptcy Court for the District of Kansas (Kansas City) against Abengoa Bioenergy Company, LLC by filing an involuntary petition for relief under Chapter 7 of the Bankruptcy Code (the “Kansas Proceeding,” and together with the

Nebraska Proceeding, the “Involuntary Cases”). An order for relief has not been entered, and no interim Chapter 7 trustee has been appointed in the Involuntary Cases.

6. On February 24, 2016, Debtors Abengoa Bioenergy of Nebraska, LLC and Abengoa Bioenergy Company, LLC file motions to convert the Involuntary Cases to cases under Chapter 11 in the United States Bankruptcy Court for the District of Nebraska and the United States Bankruptcy Court for the District of Kansas (Kansas City), respectively.

Contemporaneously, Debtors Abengoa Bioenergy of Nebraska, LLC and Abengoa Bioenergy Company, LLC filed motions to transfer venue from the United States Bankruptcy Court for the District of Nebraska and the United States Bankruptcy Court for the District of Kansas (Kansas City), respectively, to the United States Bankruptcy Court for the Eastern District of Missouri (the “Court”).

7. On February 24, 2016 (the “Petition Date”), the Debtors commenced these Chapter 11 cases (the “Chapter 11 Cases”) by filing voluntary petitions for relief under Chapter 11 of the Bankruptcy Code. The Debtors continue to manage and operate their businesses as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

8. No trustee, examiner or official committee of unsecured creditors has been appointed in these cases. No date has been set for a meeting pursuant to section 341 of the Bankruptcy Code.

9. The factual background regarding the Debtors, including their business operations, their capital and debt structures, and the events leading to the filing of these bankruptcy cases, is set forth in detail in the First Day Declaration, filed concurrently herewith and fully incorporated herein by reference.¹

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the First Day Declaration.

RELIEF REQUESTED

10. By this Motion, the Debtors seek entry of an order directing (i) joint administration of these Chapter 11 Cases for procedural purposes only, and (ii) parties in interest to use a consolidated caption indicating that any pleading they file relates to the jointly administered bankruptcy cases of “Abengoa Bioenergy US Holding, LLC, *et al.*”

BASIS FOR RELIEF

11. Bankruptcy Rule 1015(b) provides that if two or more petitions are pending in the same court by or against a debtor and an affiliate, the court may order joint administration of the estates of the debtor and such affiliates. Abengoa Bioenergy US Holding, LLC, a privately held company based in Missouri, is the parent and indirect owner of 100% of the membership interests and outstanding voting securities in each of the Debtors. Accordingly, the Debtors are “affiliates” as that term is defined in section 101(2)(B) of the Bankruptcy Code and as used in Bankruptcy Rule 1015(b). Thus, joint administration of the Debtors’ cases is appropriate under Bankruptcy Rule 1015(b).

12. The joint administration of the Debtors’ Chapter 11 Cases will permit the Clerk of the Court to use a single general docket for each of the Debtors’ Chapter 11 Cases and to combine notices to creditors and other parties in interest of the Debtors’ respective estates. Indeed, the Debtors anticipate that numerous notices, applications, motions, other pleadings, hearings, and orders in these cases will affect each of the Debtors.

13. Joint administration will also save time and money and avoid duplicative and potentially confusing filings by permitting counsel for all parties in interest to (a) use a single caption on the numerous documents that will be served and filed herein and (b) file the papers in one case rather than in each case. Joint administration will also protect parties in interest by ensuring that parties in each of the Debtors’ respective cases will be apprised of the various

matters before the Court in these cases. Finally, joint administration will ease the burden on the office of the United States Trustee for the Eastern District of Missouri in supervising these Chapter 11 Cases.

14. The rights of the respective creditors and stakeholders of each of the Debtors will not be adversely affected by joint administration of these cases inasmuch as the relief sought is purely procedural and is in no way intended to affect substantive rights. Each creditor and other party in interest will maintain whatever rights it has against the particular estate in which it allegedly has a claim or right.

15. Pursuant to section 342(c)(1) of the Bankruptcy Code, “[i]f notice is required to be given by the debtor to a creditor . . . such notice shall contain the name, address, and last four digits of the taxpayer identification number of the debtor.” 11 U.S.C. § 342(c)(1). In furtherance of the foregoing, the Debtors request that the official caption to be used by all parties in all pleadings in the jointly administered cases be as follows:

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION**

In re:

**ABENGOA BIOENERGY US HOLDING,
LLC, *et al.*,**

Debtors.¹

Chapter 11

Case No. 16- 41161-659

(Joint Administration Requested)

¹ The Debtors in these bankruptcy cases, together with the last four digits of each Debtor’s federal tax identification number, are as follows: Abengoa Bioenergy US Holding, LLC (2217), Abengoa Bioenergy Company, LLC (1658); Abengoa Bioenergy of Nebraska, LLC (1343); Abengoa Bioenergy Engineering & Construction, LLC (2441); Abengoa Bioenergy Trading US, LLC (2469); Abengoa Bioenergy Outsourcing, LLC (9794). The mailing address for the Debtors, solely for purposes of notices and communications, is: 16150 Main Circle Drive #300, Chesterfield, MO 63017.

16. The Debtors submit that use of this simplified caption will eliminate cumbersome and confusing procedures and ensure a uniformity of pleading identification.

17. In addition, the Debtors request that the Court make separate docket entry on the dockets for Debtors Abengoa Bioenergy Company, LLC; Abengoa Bioenergy of Nebraska, LLC; Abengoa Bioenergy Engineering & Construction, LLC; Abengoa Bioenergy Trading US, LLC; and Abengoa Bioenergy Outsourcing, LLC substantially as follows:

An order has been entered in this case directing the procedural consolidation and joint administration of the Chapter 11 cases of Abengoa Bioenergy US Holding, LLC; Abengoa Bioenergy Company, LLC; Abengoa Bioenergy of Nebraska, LLC; Abengoa Bioenergy Engineering & Construction, LLC; Abengoa Bioenergy Trading US, LLC; and Abengoa Bioenergy Outsourcing, LLC for procedural purposes only. The docket of Abengoa Bioenergy US Holding, LLC in Case No. 16- 41161-659 should be consulted for all matters affecting this case.

18. It would be far more practical and expedient for the administration of these bankruptcy cases if the Court were to authorize their joint administration. The Debtors envision that many of the motions, hearings, and other matters involved in these bankruptcy cases will affect all of the Debtors. Consequently, joint administration will reduce costs and facilitate a more efficient administrative process, unencumbered by the procedural problems otherwise attendant to the administration of separate, albeit related, bankruptcy cases.

19. For these reasons, the Debtors submit that the relief requested herein is in the best interest of the Debtors, their estates, creditors, stakeholders and other parties in interest and, therefore, should be granted.

NOTICE

20. No trustee, examiner or official committee of unsecured creditors has been appointed in these bankruptcy cases. Notice of this Motion has been given to: (i) the Office of the United States Trustee for the Eastern District of Missouri, (ii) the parties included on the

Debtors' consolidated list of fifty (50) largest unsecured creditors, (iii) counsel to the petitioning creditors, Farmers Cooperative Association, The Andersons, Inc., Gaviion Grain, LLC, and Central Valley Ag Cooperative, (iv) counsel for Debtors' primary secured lenders, (v) the Internal Revenue Service, and (vi) the United States Attorney's Office for the Eastern District of Missouri. Notice of this Motion and any order entered hereon will be served on all parties required by Local Rule 9013-3. In light of the nature of the relief requested herein, the Debtors respectfully submit that no further notice of this Motion is required.

NO PRIOR REQUEST

21. No previous request for the relief sought in this Motion has been made to this Court or any other court.

CONCLUSION

WHEREFORE, the Debtors respectfully request that the Court enter an order, substantially in the form annexed hereto, granting the relief requested in the Motion and such other and further relief as may be just and proper.

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Dated: February 24, 2016

Respectfully submitted,

ARMSTRONG TEASDALE LLP

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*Proposed Counsel to the Debtors and
Debtors in Possession*

EXHIBIT A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION**

In re: Abengoa Bioenergy US Holding, LLC, Debtor. Employer's Tax Identification No.: 20-4962217	Chapter 11 Case No. 16-41161-659 (Joint Administration Requested)
In re: Abengoa Bioenergy Company, LLC, Debtor. Employer's Tax Identification No.: 48-0901658	Chapter 11 Case No. 16- 41165-659 (Joint Administration Requested)
In re: Abengoa Bioenergy of Nebraska, LLC, Debtor. Employer's Tax Identification No.: 51-0421343	Chapter 11 Case No. 16- 41163-659 (Joint Administration Requested)
In re: Abengoa Bioenergy Engineering & Construction, LLC, Debtor. Employer's Tax Identification No.: 20-4962441	Chapter 11 Case No. 16- 41168-659 (Joint Administration Requested)

In re:

Abengoa Bioenergy Trading US, LLC,
Debtor.

Employer's Tax Identification No.:
20-4962469

Chapter 11

Case No. 16- 41167-659

(Joint Administration Requested)

In re:

Abengoa Bioenergy Outsourcing, LLC,
Debtor.

Employer's Tax Identification No.:
26-1689703

Chapter 11

Case No. 16- 41171-659

(Joint Administration Requested)

ORDER DIRECTING JOINT ADMINISTRATION OF THE CHAPTER 11 CASES

Upon the motion (the "Motion")¹ of the Debtors for an order, pursuant to section 342(c)(1) of the Bankruptcy Code and Bankruptcy Rule 1015(b), directing joint administration of these cases and administratively consolidating the respective bankruptcy cases of each Debtor for procedural purposes only, all as further described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. § 1334; and consideration of the Motion being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue being proper in this District pursuant to 28 U.S.C. § 1408; and notice of the Motion being adequate and appropriate under the particular circumstances; and a hearing having been held to consider the relief requested in the Motion (the "Hearing"); and upon consideration of the First Day Declaration, the record of the Hearing and all proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion is in the best interests of

¹ Capitalized terms not defined herein shall have the meanings ascribed to such terms in the Motion related hereto.

the Debtors' estates, their creditors and other parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and any objections to the requested relief having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. Each of the above-captioned bankruptcy cases of the Debtors be, and hereby is, jointly administered by the Court.
3. The caption of the jointly administered cases shall read as follows:

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION**

In re:

**ABENGOA BIOENERGY US HOLDING,
LLC, *et al.*,**

Debtors.¹

Chapter 11

Case No. 16- 41161-659

(Joint Administration Requested)

4. Parties in interest are directed to use the proposed caption as indicated in the preceding decretal paragraph when filing pleadings with the Court in these bankruptcy cases and all original docket entries shall be made in the case of Abengoa Bioenergy US Holding, LLC, Case No. 16-41161-659. The caption set forth in the preceding paragraph satisfies the requirements of Section 342(c) of the Bankruptcy Code in all respects.

¹ The Debtors in these bankruptcy cases, together with the last four digits of each Debtor's federal tax identification number, are as follows: Abengoa Bioenergy US Holding, LLC (2217), Abengoa Bioenergy Company, LLC (1658); Abengoa Bioenergy of Nebraska, LLC (1343); Abengoa Bioenergy Engineering & Construction, LLC (2441); Abengoa Bioenergy Trading US, LLC (2469); Abengoa Bioenergy Outsourcing, LLC (9794). The mailing address for the Debtors, solely for purposes of notices and communications, is: 16150 Main Circle Drive #300, Chesterfield, MO 63017.

5. A docket entry shall be made in the cases of Abengoa Bioenergy Company, LLC; Abengoa Bioenergy of Nebraska, LLC; Abengoa Bioenergy Engineering & Construction, LLC; Abengoa Bioenergy Trading US, LLC; and Abengoa Bioenergy Outsourcing, LLC substantially as follows:

An order has been entered in this case directing the procedural consolidation and joint administration of the Chapter 11 cases of Abengoa Bioenergy US Holding, LLC; Abengoa Bioenergy Company, LLC; Abengoa Bioenergy of Nebraska, LLC; Abengoa Bioenergy Engineering & Construction, LLC; Abengoa Bioenergy Trading US, LLC; and Abengoa Bioenergy Outsourcing, LLC for procedural purposes only. The docket of Abengoa Bioenergy US Holding, LLC in Case No. 16-41161-659 should be consulted for all matters affecting this case.

6. Notwithstanding any Bankruptcy Rule to the contrary, this Order shall be immediately effective and enforceable upon its entry.

7. The Debtors are authorized and empowered to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

8. No later than three (3) business days after the date of this Order, the Debtors shall serve a copy of the Order on the Notice Parties and shall file a certificate of service no later than 24 hours after service.

Dated: _____, 2016
St. Louis, Missouri

UNITED STATES BANKRUPTCY JUDGE

Order Prepared By:

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